



WHEREAS, the CSI and the Respondents agree that the best interests of the public would be served by entering into this Agreement;

NOW, THEREFORE, in consideration of the mutual undertakings contained in this Agreement, the CSI and the Respondents hereby agree to settle this matter pursuant to the following terms and conditions:

### **STIPULATIONS AND CONSENTS**

I. Without admitting or denying any of the CSI's allegations, the Respondents stipulate and consent to the following:

A. Within ten days from the execution of this Agreement, the Respondents, jointly and severally, shall pay a fine of \$10,000, made payable to the State of Montana and sent to the CSI at 840 Helena Avenue, Helena, MT 59601.

B. The Respondents shall comply with the terms and conditions of this Agreement, the Act, and all rules and regulations associated with the Act.

C. The Respondents fully and forever release and discharge the Commissioner of Securities and Insurance, Montana State Auditor (Commissioner), the CSI, and all of the CSI's employees and agents from any and all actions, claims, causes of action, demands, or expenses for damages or injuries, whether asserted or unasserted, known or unknown, foreseen or unforeseen, arising out of this Agreement.

D. The Respondents specifically and affirmatively waive a contested case hearing and all rights to appeal under the Montana Administrative Procedure Act, Mont. Code Ann. § 2-4-101, et seq., and elect to resolve this matter on the terms and conditions set forth herein.

II. All parties to this Agreement stipulate and consent as follows:

A. The Commissioner and the CSI have jurisdiction over the subject matter of the above-entitled proceeding.

B. Under authority of the Act, the CSI hereby agrees that it will not initiate any civil or administrative action against the Respondents regarding the allegations contained in this action.

C. This Agreement is entered without adjudication of any issue, law or fact. It is entered into solely for the purpose of resolving the CSI's allegations and is not intended to be used for any other purpose. For any person or entity not a party to this Agreement, this Agreement does not limit or create any private rights or remedies against the Respondents. This includes limiting or creating liability of Respondents, or limiting or creating defenses of Respondents, to any claims.

D. The applicable statute of limitation, Mont. Code Ann. § 30-10-913(4), is tolled for two years from the date of execution of this Agreement with regard to the allegations set forth above. In the event the Respondents violate the terms of this Agreement at any time during the two-year tolling period, the CSI reserves the right to seek additional fines.

E. This Agreement constitutes the entire agreement between the parties and no other promises or agreements, either express or implied, have been made by the CSI or by any member, officer, agent or representative of the CSI to induce Respondents to enter into this Agreement.

F. This Agreement may not be modified orally, and any subsequent modifications to this Agreement must be mutually agreed upon in writing to be effective.

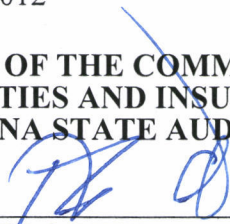
G. This Agreement shall be incorporated into and made a part of the attached Final Order issued by the Commissioner herein.

H. This Agreement shall be effective upon signing of the Final Order.

I. This Agreement is a public record under Montana law and as such may not be sealed or otherwise withheld from the public.

DATED this 30<sup>th</sup> day of July, 2012

**OFFICE OF THE COMMISSIONER OF  
SECURITIES AND INSURANCE,  
MONTANA STATE AUDITOR**

By:   
**BRETT O'NEIL**  
Attorney for the CSI

DATED this 23 day of July, 2012

  
**Jere Wagner**

  
**J.F. Wagner**

**FINAL ORDER**

Pursuant to the authority vested by Mont. Code Ann. § 2-4-603 and § 30-10-901, et seq.,  
and upon review of the foregoing Consent Agreement, and good cause appearing,

IT IS HEREBY ORDERED that the foregoing Consent Agreement between the CSI and  
Respondents Jere and J.F. Wagner, is adopted as if set forth fully herein.

DATED this 30<sup>th</sup> day of July, 2012.

**MONICA J. LINDEEN**  
Commissioner of Securities and Insurance,  
Montana State Auditor

By:   
**Lynne Egan**  
Deputy Commissioner of Securities,  
Montana State Auditor

cc. Brett O'Neil